

RECORDATION NO. 23228-5 FILED

JUN 30 '06 12-02 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 30, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release, dated as of 30 June, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment previously filed with the Board under Recordation Number 23228.

The names and addresses of the parties to the enclosed document are:

Lessor: SNC Fintrack Pampero
103, Avenue des Champs Elysees
75008, Paris, France

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington DC 20002

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A description of the railroad equipment covered by the enclosed document is:

1 locomotive (No. 656) and Highspeed Trainset Number 6 (8 cars within the series AMTK 2030 – AMTK 3555 as more particularly set forth in the equipment schedule attached to the document): RELEASED.

A short summary of the document to appear in the index is:

Termination and Release.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

JUN 30 '06

12-02 PM

TERMINATION AND RELEASE

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of June 30, 2006 (this "Termination") is between SNC FINTRACK PAMPERO, a *société en nom collectif* with a share capital of 1000, having its registered office (*siege social*) at 103, avenue des Champs Elysées, 75008, Paris, France, registered under identification number 432 028 652 (in such capacity, the "Lessor") and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak").

WITNESSETH:

WHEREAS, Lessor and Amtrak have entered into that certain Crédit-Bail Agreement dated September 25, 2000, that certain Lease Supplement dated October 31, 2000, and that certain Lease Supplement dated December 7, 2000 (as amended, supplemented and modified, the "Lease");

WHEREAS, Lessor and Amtrak have entered into that certain Memorandum of Lease of Railroad Equipment dated November 15, 2000, which was filed and recorded on November 15, 2000 at 10:19 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23228, and that certain Supplement No. Two to Memorandum of Lease of Railroad Equipment dated December 15, 2000, which was filed and recorded on December 15, 2000 at 12:15 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23228-D (collectively, the *Memorandum of Lease*"), which Memorandum of Lease evidences that the railcars described on Annex A hereto (the "Units") are subject to the Lease; and

WHEREAS, on the date hereof, Lessor and Amtrak have made arrangements satisfactory to each of them to terminate the Lease.

NOW, THEREFORE, Lessor and Amtrak agree as follows:

Section 1. Termination of the Lease and Release of the Units. The Lease is hereby terminated, and all right, title and interest of Lessor in and to the Units arising from and through the Lease is hereby terminated and released.

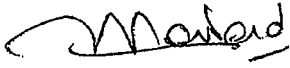
Section 2. Further Assurances. Lessor hereby agrees to execute and deliver to Amtrak such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Lessor and Amtrak represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor has full authority to terminate and release all of its right, title and interest in and to the Lease and to the Units.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK PAMPERO

By: 

Name:

Title:

Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

Name:

Title:

IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK PAMPERO

By: _____
Name:
Title:
Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Robert M. Stien AS
Name:
Title:

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 21 day of June, 2006, before me personally appeared Paul H. Gera, to me personally known, who, by me being duly sworn, says that he/she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cirza H. Kelly
Notary Public, DC

My Commission Expires: ~~MY COMMISSION EXPIRES~~
JULY 31, 2009

DESCRIPTION OF UNITS

656

One (1) Dual Cab High Horsepower
Electric Locomotive manufactured
by Bombardier Corporation and
Alstom Transportation Inc.

High-Speed Trainset Number 6
manufactured by Bombardier
Corporation and Alstom
Transportation Inc., consisting of:

Two (2) Power Cars

AMTK 2030

AMTK 2031

One (1) End Club Car

AMTK 3215

One (1) Bistro Car

AMTK 3302

One (1) End Coach Car

AMTK 3417

Three (3) Coach Cars

AMTK 3554

AMTK 3549

AMTK 3555

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/30/06



Robert W. Alvord